

SANDY SPRING BANCORP INC  
 Form 3  
 August 06, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Hill William W IV</p> <p>(Last) (First) (Middle)</p> <p>SANDY SPRING BANCORP, INC.,Â 17801 GEORGIA AVENUE</p> <p>(Street)</p> <p>OLNEY,Â MDÂ 20832</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/06/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SANDY SPRING BANCORP INC [SASR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Executive Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	364	D	Â
Common Stock	784	I	Employee Stock Purchase Plan
Common Stock	252	I	Restricted Stock Award <sup>(1)</sup>
Common Stock	325	I	Restricted Stock Award <sup>(2)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (Right to Buy)	12/17/2003 <sup>(3)</sup>	12/17/2013	Common Stock	2,200	\$ 38.91	I	Options
Stock Options (Right to Buy)	12/15/2004 <sup>(3)</sup>	12/15/2014	Common Stock	2,875	\$ 38	I	Options
Stock Options (Right to Buy)	12/14/2005 <sup>(3)</sup>	12/14/2012	Common Stock	2,530	\$ 38.13	I	Stock Options
Stock Options (Right to Buy)	12/13/2007 <sup>(4)</sup>	12/13/2013	Common Stock	1,662	\$ 37.4	I	Stock Option
Stock Options (Right to Buy)	03/26/2009 <sup>(4)</sup>	03/26/2015	Common Stock	1,800	\$ 27.96	I	Stock Options

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hill William W IV SANDY SPRING BANCORP, INC. 17801 GEORGIA AVENUE OLNEY, MD 20832	Â	Â	Â Executive Vice President	Â

## Signatures

/s/ Janet VA Replogle, attorney-in-fact for Mr. Hill 08/06/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock awarded under the 2005 Omnibus Stock Plan vests in five equal, annual installments beginning on December 13, 2007.
- (2) Restricted stock awarded under 2005 Omnibus Stock Plan vests in five equal, annual installments beginning on March 26, 2009.
- (3) Stock options fully vested and exercisable.
- (4) Stock options granted under the 2005 Omnibus Stock Plan vest in equal annual increments on the first, second, and third anniversary of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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